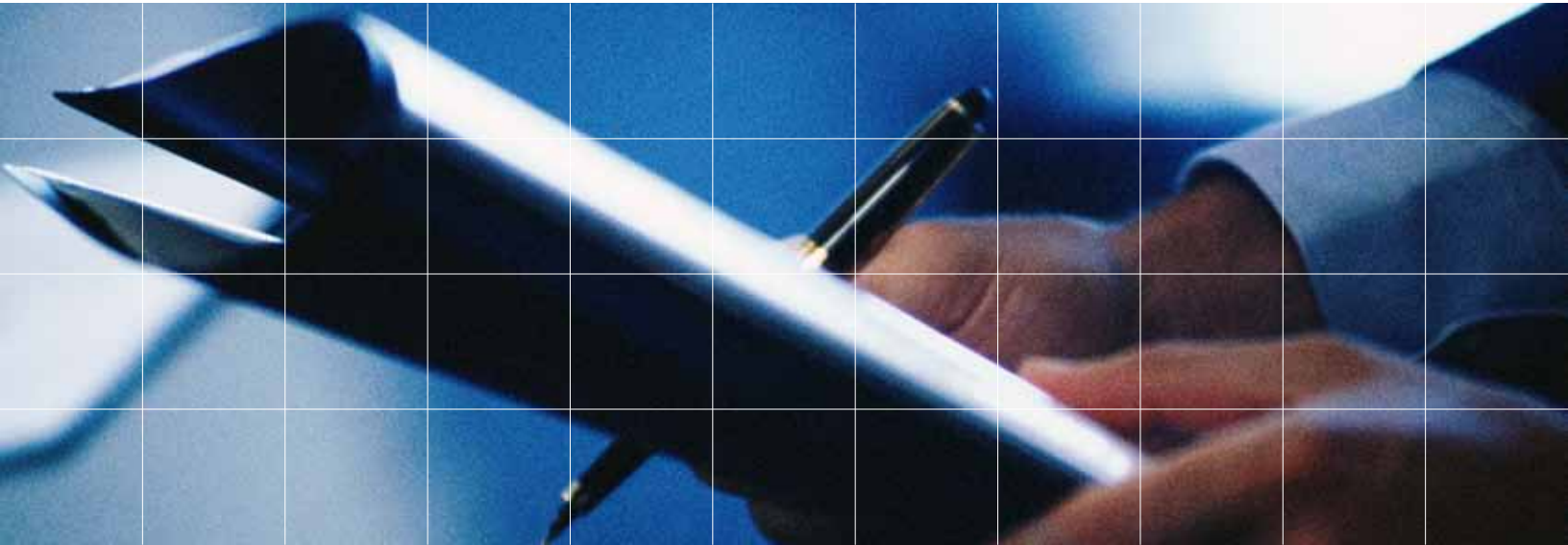




One Firm WorldwideSM



ASIA PACIFIC EXECUTIVE COMPENSATION & EMPLOYEE BENEFITS

Throughout Asia Pacific, expanding economies and increasingly mobile workforces have given rise to the need for pragmatic, business-oriented advice, coordinated across jurisdictions. Jones Day's attorneys have extensive experience providing compensation and benefits counsel in Asia Pacific. We regularly advise on all aspects of compensation and benefits for clients facing multinational issues (e.g., tax, securities, and employment law) and transactions. Given our in-depth knowledge and geographic reach, we are well placed to advise on such issues throughout this part of the world.

A COORDINATED APPROACH

When advising on compensation and benefits matters, we strive to provide counsel that is effective, practical, and coordinated across jurisdictions. Our approach is to look for methods of enhancing the value companies and employees obtain from tailoring specific programs across national borders. This maximizes the potential benefit, in legal and business terms, in each jurisdiction where the programs are implemented.



OUR PRACTICES

STOCK PLANS

We regularly counsel clients on the implementation and maintenance of their international stock plans throughout Asia Pacific. Our experience ranges from the implementation of single-country plans for executives to the establishment of global plans for employees and executives throughout the region. Our cross-border work in this area has been extensive. In addition to implementing stock programs for multinationals based in the United States, our experience includes the drafting and implementation of programs for multinationals headquartered in Australia, China, Hong Kong, India, Japan, and Singapore, all of which have had to be “exported” and implemented across Asia Pacific.

EMPLOYMENT COUNSELING

We assist clients with advice and coordination of employment matters, including offer letters, employment agreements, severance agreements, and reductions in force, as well as regulatory and compliance issues. We also help prepare the work rules, employee handbooks, and codes of conduct that are necessary when entering a new jurisdiction, and we provide advice in connection with local and mobile employees and change-in-control and executive agreements.

PENSIONS AND RETIREMENT PROGRAMS

We regularly assist clients in drafting, reviewing, and implementing pension, superannuation, and retirement programs. We advise on all aspects of the operation of these plans, including regulatory and compliance issues, as well as employee sensitivities and closure and amendment issues, including disputes between corporations and trustees.

We regularly advise on all aspects of compensation and benefits for clients facing multinational issues (e.g., tax, securities, and employment law) and transactions. Given our in-depth knowledge and geographic reach, we are well placed to advise on such issues throughout this part of the world.

CROSS-BORDER MERGERS AND ACQUISITIONS, SPINOFFS, AND DIVESTITURES

Reviewing the global impact of cross-border transactions on compensation and benefit programs has become increasingly important as the number of cross-border transactions, and transactions with cross-border implications, has increased. Jones Day lawyers have significant experience with these issues. Our team has the background to quickly identify any potential exposure and provide appropriate solutions without delaying the transaction.

Prior to closing, we identify the impact of the transaction on the employees' benefits by reviewing plan documents, sub-plans, award agreements, and employment agreements to assess the effect of any change-in-control provisions. Our team regularly assists in quantifying the potential exposure for prior noncompliance or funding issues and reviews the tax and securities ramifications of the proposed transaction on the benefit plans. Once identified, the alternatives for minimizing any negative impact are assessed, and tax rulings and regulatory filings are submitted to the appropriate authorities. We also draft employee communications to explain the impact of the transaction on the employees' benefits.

Our team assists with post-transaction integration issues worldwide. This typically includes drafting all necessary employment and severance agreements and benefit plans and integrating the benefit programs into a single, unified approach. We also counsel clients on the applicable tax and legal requirements on an ongoing basis.

ADDITIONAL INFORMATION

For additional information regarding our Asia Pacific Executive Compensation & Employee Benefits practice, please contact your principal Firm representative or one of the attorneys listed in this publication. General email messages may be sent using our "Contact Us" form, which can be found at www.jonesday.com. Information on our extensive experience with executive compensation and employee benefits can also be found on the web site.



Throughout Asia Pacific, expanding economies and increasingly mobile workforces have given rise to the need for pragmatic, business-oriented advice, coordinated across jurisdictions. Jones Day's attorneys have extensive experience providing compensation and benefits counsel in Asia Pacific.

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